

HERBERT W. FISS

ATTORNEY AT LAW

N9600000 2014

March 12, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ENTERTAINMENT REVUE, INC.

600001744976
-03/15/96--01080--019
****122.50 ****122.50

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

EFFECTIVE DATE

Sincerely,

WZF

Herb Fiss

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 15 PM 2:40

W96-6124

625, 2295, 624,

5/4/16

HERBERT W. FISS

ATTORNEY AT LAW

April 11, 1996

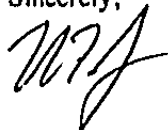
Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Entertainment Revue, Inc.

Dear Ms. Brown:

Enclosed please find the corrected Articles of Incorporation which are being sent in response to your enclosed letter dated March 21, 1996. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read 'HWF' or 'Herb Fiss', written in a cursive style.

Herb Fiss



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1996

HERBERT W. FISS, ESQ.
SUITE 250
15310 AMBERLY DRIVE
TAMPA, FL 33647

SUBJECT: ENTERTAINMENT REVUE, INC.
Ref. Number: W96000006124

We have received your document for ENTERTAINMENT REVUE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 996A00013037

ARTICLES OF INCORPORATION

OF

ENTERTAINMENT REVUE, INC.

FILED
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DIVISION OF CORPORATIONS
96 APR 15 PM 2:40

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is as follows: Entertainment Revue, Inc.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is:
2620 Park View Avenue, Tampa, Florida 33629.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2620 Park View Avenue, Tampa, Florida 33629, and the name of its initial Registered Agent at that address is Cynthia Stevens.

ARTICLE IV: NO MEMBERS

The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE V: NOT FOR PROFIT

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter referred to as "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

ARTICLE VI: COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE VII: PURPOSE

The Corporation is organized, and shall be operated exclusively for charitable, religious, scientific or educational purposes, including but not limited to operating a instructional singing and dance school for children.

ARTICLE VIII: POWERS

Solely for the foregoing Purpose, the Corporation shall have the following powers:

A. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purpose, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

B. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

ARTICLE IX: LIMITATIONS

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article VII (Purposes) hereof.

ARTICLE X: TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these Articles sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations of the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the corporation or

to such qualified organization or organizations as said court shall determine.

ARTICLE XII: BOARD OF DIRECTORS

There shall be a Board of Directors consisting of at least three (3) individual. The initial Directors of the corporation and their respective addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia Stevens	2620 Park View Avenue Tampa, Florida 33629
Robert D. Gries, Jr.	2620 Park View Avenue Tampa, Florida 33629
Herb Fliss, Jr.	15310 Amberly Drive, Suite 250 Tampa, Florida 33647

Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

ARTICLE XIII: OFFICERS

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE XIV: INCORPORATORS

The name and street address of the Incorporator is as follows:

Cynthia Stevens - 2620 Park View Avenue
Tampa, Florida 33629

ARTICLE XV: BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XVI: AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE XVII: INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization in which the Officers and Directors are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the 9 day of April, 1996.


CYNTHIA STEVENS, Incorporator

Designation and Acceptance of Registered Agent

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not-for-profit corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is Entertainment Revue, Inc.
2. The name of the registered agent is Cynthia Stevens.
3. The address of the registered agent is 2620 Parkview Avenue, Tampa, Florida 33629.

FILED
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DIVISION
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Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: Cynthia Stevens

Dated: 4-9-96